

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	Related Docket Nos. 21345, 24407

**NOTICE OF FILING DEBTORS' SECOND AMENDED DISCLOSURE OF
OFFICERS AND DIRECTORS (ITEM 3 TO THE PLAN SUPPLEMENT)**

1. On May 8, 2009, pursuant to section 1.1(16) of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative and The Official Committee of Equity Security Holders Dated As Of February 27, 2009, as amended (the "Plan"), the Debtors filed their Plan Supplement¹ (Docket No. 21594). On May 15, 2009, the Debtors filed an amended Item 3 to the Plan Supplement, which consists of the Debtors' disclosure of the directors and officers of the Reorganized Debtors as required by section 1129(a)(5) of the Bankruptcy Code (the "D & O Disclosure") (Docket No. 21706).

2. **PLEASE TAKE NOTICE** that the Debtors are hereby filing a second amended Item 3 to the Plan Supplement (the "Revised D & O Disclosure"). This Revised D & O Disclosure contains the following changes from the previously amended D & O Disclosure: (i) it discloses the anticipated directors and officers of Reorganized Debtor, W. R. Grace & Co; (ii) it

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

indicates which of the disclosed directors and officers are insiders who will be employed or retained by the Reorganized Debtors, and the nature of their compensation, as required by section 1129(b)(5)(B) of the Bankruptcy Code; and (iii) it amends the name of the individual designated as the Assistant Treasurer for several of the Debtors due to the death of David Nakashige, the previously designated individual.

3. The individuals listed on the Revised D & O Disclosure are the individuals the Debtors currently anticipate will be the directors and officers of the Reorganized Debtors on the Effective Date of the Plan. However, it is unknown at this time when the Court will issue a Confirmation Order in these cases and when the Effective Date of the Plan may occur. As a result, the Debtors, in their reasonable business judgment or due to the passage of time or changed circumstances, may have the need to further amend the D & O Disclosures prior to the Effective Date of the Plan and reserve the right herein to do so.

Dated: April 23, 2010

Respectfully submitted,

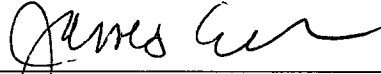
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